

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

COMPUTE NORTH HOLDINGS, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 22-90273 (MI)
)
) (Jointly Administered)
) **Re: Docket Nos. 91, 256**

**NOTICE OF PROPOSED ORDER (I) APPROVING THE SALE
OF CERTAIN ASSETS OF COMPUTE NORTH MEMBER LLC
TO US DATA KING MOUNTAIN LLC FREE AND CLEAR OF
CERTAIN LIENS, CLAIMS, AND ENCUMBRANCES, (II) AUTHORIZING THE
ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS
IN CONNECTION THEREWITH, AND (III) GRANTING RELATED RELIEF
(U.S. DATA GROUP, INC.)**

PLEASE TAKE NOTICE THAT:

1. On September 26, 2022, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed a motion [Docket No. 91] (the “Sale Motion”)² seeking, among other things, approval of the sale of all or substantially all or any subset of the Debtors’ assets.

2. On October 24, 2022, the Court entered an order [Docket No. 256] (the “Bidding Procedures Order”) approving certain bidding procedures in connection with the proposed sale of the Debtors’ assets pursuant to the Sale Motion.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Compute North Holdings, Inc. (4534); Compute North LLC (7185); CN Corpus Christi LLC (5551); CN Atoka LLC (4384); CN Big Spring LLC (4397); CN Colorado Bend LLC (4610); CN Developments LLC (2570); CN Equipment LLC (6885); CN King Mountain LLC (7190); CN Minden LLC (3722); CN Mining LLC (5223); CN Pledgor LLC (9871); Compute North Member LLC (8639); Compute North NC08 LLC (8069); Compute North NY09 LLC (5453); Compute North SD, LLC (1501); Compute North Texas LLC (1883); Compute North TX06 LLC (5921); and Compute North TX10 LLC (4238). The Debtors’ service address for the purposes of these chapter 11 cases is 7575 Corporate Way, Eden Prairie, Minnesota 55344.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Sale Motion.

3. Contemporaneously herewith, the Debtors have filed the *Notice of Successful Bidder for JV Assets*, notifying parties in interest that, pursuant to the Bidding Procedures Order, the Debtors have designated U.S. Data Group, Inc. or its designee, including an affiliate formed for purposes of taking title to the Purchased Containers (defined below), (the “Purchaser”) as the Successful Bidder for Debtor Compute North Member LLC’s 50 percent membership interest in non-Debtor TZRC LLC (together with any related executory contracts or unexpired leases to be designated by the Purchaser, the “JV Assets”).

4. The Debtors hereby file a proposed form of order, attached hereto as **Exhibit A**, approving the sale of the JV Assets to the Purchaser.

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Dated: November 25, 2022
Houston, Texas

/s/ James T. Grogan III

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